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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Town Health International Medical Group Limited (“Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Town Health International Medical Group Limited
康健國際醫療集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 3886)

**(1) PROPOSED APPOINTMENT OF DIRECTORS,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) GRANT OF GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 9:00 a.m. on Monday, 1 June 2015 at 1st Floor, Town Health Technology Centre, 10-12 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong is set out on pages 20 to 24 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof to the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

27 April 2015

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DEFINITIONS

In this circular, unless otherwise defined or the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company convened to be held at 9:00 a.m. on Monday, 1 June 2015 at 1st Floor, Town Health Technology Centre, 10-12 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong, the notice of which is set out on pages 20 to 24 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Town Health International Medical Group Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability whose Shares are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate to allot and issue new Shares
“Latest Practicable Date”	23 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the general mandate to repurchase Shares

DEFINITIONS

“Retiring Directors”	the Directors retiring at the AGM and, being eligible, offering themselves for re-election at the AGM in accordance with the Bye-laws
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



Town Health International Medical Group Limited
康健國際醫療集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 3886)

Executive Directors:

Miss Choi Ka Yee, Crystal (*Chairperson*)
Dr. Cho Kwai Chee (*Executive Vice Chairman*)
Dr. Hui Ka Wah, Ronnie, JP (*Chief Executive Officer*)
Dr. Ip Chun Heng, Wilson
Mr. Lee Chik Yuet
Dr. Chan Wing Lok, Brian
Mr. Wong Seung Ming (*Chief Financial Officer*)

Non-executive Director:

Dr. Choi Chee Ming, GBS, JP (*Vice-Chairman*)

Independent Non-executive Directors:

Mr. Chan Kam Chiu
Mr. Ho Kwok Wah, George
Mr. Wai Kwok Hung, SBS, JP
Mr. Wong Tat Tung, MH

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Head Office and Principal Place of

Business in Hong Kong:
6th Floor, Town Health
Technology Centre
10-12 Yuen Shun Circuit
Siu Lek Yuen
Shatin, New Territories
Hong Kong

27 April 2015

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED APPOINTMENT OF DIRECTORS,
(2) RE-ELECTION OF RETIRING DIRECTORS
AND
(3) GRANT OF GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES**

INTRODUCTION

The Company will propose resolutions at the AGM to, among other matters, appoint additional Directors, re-elect the Retiring Directors, grant to the Directors the Issue Mandate and the Repurchase Mandate upon the expiry of the current general mandates to issue Shares and to repurchase Shares granted to the Directors at the annual general meeting of the Company held on 23 May 2014.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information on the resolutions to be proposed at the AGM and to give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

APPOINTMENT OF DIRECTORS

It is proposed that subject to the passing of the relevant resolutions at the AGM, each of Ms. Fang Haiyan and Mr. Chen Jinhao be appointed as a non-executive Director and each of Mr. Yu Xuezhong and Ms. Li Mingqin be appointed as an independent non-executive Director.

Information on each of Ms. Fang Haiyan, Mr. Chen Jinhao, Mr. Yu Xuezhong and Ms. Li Mingqin as required to be disclosed by the Listing Rules is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 99 of the Bye-laws and pursuant to the code provision A.4.2 of Appendix 14 to the Listing Rules, Mr. Lee Chik Yuet, Mr. Chan Kam Chiu and Mr. Wai Kwok Hung, *SBS, JP* will retire by rotation at the AGM. Mr. Lee Chik Yuet and Mr. Wai Kwok Hung, *SBS, JP* being eligible, will offer themselves for re-election at the AGM. Due to other business commitments which require more of his dedications, Mr. Chan Kam Chiu, being eligible, will not offer himself for re-election at the AGM.

In accordance with Bye-law 102(B) of the Bye-laws, Dr. Hui Ka Wah, Ronnie, *JP*, Mr. Wong Seung Ming, Mr. Wong Tat Tung, *MH* and Dr. Ip Chun Heng, Wilson, each being appointed by the Board as an addition to the existing Board, will hold office until the AGM and they, being eligible, will offer themselves for re-election at the AGM.

Information on the Retiring Directors as required to be disclosed by the Listing Rules is set out in Appendix I to this circular.

ISSUE MANDATE AND REPURCHASE MANDATE

At the annual general meeting of the Company held on 23 May 2014, ordinary resolutions were passed to grant the general mandates to the Directors (i) to allot, issue and otherwise deal with new Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at 23 May 2014 and the nominal amount (up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at 23 May 2014) of any Shares repurchased by the Company; and (ii) to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at 23 May 2014.

LETTER FROM THE BOARD

These general mandates will expire at the conclusion of the AGM. Resolutions will be proposed at the AGM to grant the Issue Mandate and the Repurchase Mandate to the Directors. With reference to these resolutions, the Directors wish to state that they have no immediate plans to repurchase any Shares or to issue any new Shares pursuant to the relevant mandates.

An explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular.

AGM

Notice convening the AGM is set out on pages 20 to 24 of this circular. At the AGM, resolutions will be proposed to consider and, if thought fit, to appoint each of Ms. Fang Haiyan and Mr. Chen Jinhao as a non-executive Director and each of Mr. Yu Xuezhong and Ms. Li Mingqin as an independent non-executive Director, to re-elect the Retiring Directors and to approve the grant of the Issue Mandate and the Repurchase Mandate.

Form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

RECOMMENDATION

The Directors believe that the appointment of each of Ms. Fang Haiyan and Mr. Chen Jinhao as a non-executive Director, the appointment of each of Mr. Yu Xuezhong and Ms. Li Mingqin as an independent non-executive Director, the re-election of the Retiring Directors and the grant of the Issue Mandate and the Repurchase Mandate are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that you vote for all the resolutions to be proposed at the AGM.

By order of the Board
Town Health International Medical Group Limited
Lee Chik Yuet
Executive Director

The following is the information required to be disclosed by the Listing Rules on the Retiring Directors proposed to be re-elected and the Directors proposed to be appointed at the AGM:

(a) Mr. Lee Chik Yuet (“Mr. Lee”)

Mr. Lee, aged 60, has been an executive Director since October 2009. Mr. Lee graduated from The Chinese University of Hong Kong with a bachelor degree in Social Science. He also holds a bachelor degree and a master degree in Laws from The University of Hong Kong. Prior to joining the Group, Mr. Lee had been a practising solicitor for more than 13 years in Hong Kong specialized in commercial, corporate finance and investment laws and practice in Hong Kong and the People’s Republic of China (“PRC”). Mr. Lee is currently a director and the legal representative and general manager of a subsidiary of the Company in the PRC. Mr. Lee is also a director of a number of subsidiaries of the Company. He is also an executive director of New Ray Medicine International Holding Limited, whose shares are listed on the Growth Enterprise Market of the Stock Exchange (Stock Code: 8180). The Company is interested in 26.00% of the issued shares in New Ray Medicine International Holding Limited through an indirect wholly-owned subsidiary.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lee did not hold any other major appointment and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Lee did not have any relationship with any Director, senior management, substantial or controlling shareholders (having the meanings ascribed to them in the Listing Rules) of the Company. Save as disclosed above, as at the Latest Practicable Date, Mr. Lee did not hold any position with the Company or other members of the Group.

As at the Latest Practicable Date, save that Mr. Lee had personal interests in 5,000,000 underlying Shares, representing approximately 0.09% of the total Shares in issue of the Company under Part XV of the SFO, Mr. Lee was not interested in any Shares within the meaning of Part XV of the SFO.

There is an employment contract entered into between the Group and Mr. Lee with respect to his appointment as an executive Director for a term of 2 years commenced from 1 January 2015, and he will be subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Pursuant to the employment contract entered into between the Company and Mr. Lee, Mr. Lee is entitled to (i) an emolument of HK\$214,980 per month which was determined by the Board with reference to his responsibilities, the Company’s remuneration policy and the prevailing market conditions; and (ii) a discretionary bonus which will depend on the financial results of the Company and his performance.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Lee that need to be brought to the attention of the Shareholders.

(b) Mr. Wai Kwok Hung, SBS, JP (“Mr. Wai”)

Mr. Wai, aged 60, has been an independent non-executive Director since July 2002. Mr. Wai was the chairman of the Shatin District Council from 2000 to 2011. He was a councillor of the Shatin District Council from 1988 to 2011. Mr. Wai is currently the president of Shatin Sports Association Limited. He is also an independent non-executive director of Great Harvest Maeta Group Holdings Limited, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 3683). Mr. Wai is also a member of the audit committee and the nomination committee, and the chairman of the remuneration committee, of the Board.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wai did not hold any other major appointment and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Wai did not have any relationship with any Director, senior management, substantial or controlling shareholders (having the meanings ascribed to them in the Listing Rules) of the Company. Save as disclosed above, as at the Latest Practicable Date, Mr. Wai did not hold any position with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Wai was not interested in any Shares within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between Mr. Wai and the Company, the term of appointment of Mr. Wai as an independent non-executive Director will expire on 30 May 2014. The Company has entered into a letter of renewal of appointment with Mr. Wai pursuant to which Mr. Wai would be entitled to an annual director’s fee of HK\$120,000 for the term commenced from 31 May 2014 to 31 December 2016 which was determined by the Board with reference to his responsibilities, the Company’s remuneration policy and the prevailing market conditions. Mr. Wai is also subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws.

Mr. Wai was first appointed to the Board in July 2002. Notwithstanding that Mr. Wai has served as an independent non-executive Director for more than twelve years, the Board is satisfied that Mr. Wai is a person of integrity and independent in character and judgement. Mr. Wai has met the independence guidelines set out in Rule 3.13 of the Listing Rules. Further, Mr. Wai is independent of management and free from any business or other relationships or circumstances which could materially interfere with the exercise of his independent judgement. The Board, therefore, considers him to be independent and believes he should be re-elected, in particular because of his experience and contribution to the Board.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Wai that need to be brought to the attention of the Shareholders.

(c) Dr. Hui Ka Wah, Ronnie, JP (“Dr. Hui”)

Dr. Hui, aged 51, has been an executive Director since June 2014. Dr. Hui had been the Co-Chief Executive Officer of the Company and has become the Chief Executive Officer (“CEO”) of the Company since July 2014. Dr. Hui is responsible for execution of the Board’s development strategies and managing various business segments of the Group. Dr. Hui is also a director of a number of subsidiaries of the Company. Dr. Hui graduated from The University of Hong Kong with bachelor of medicine and bachelor of surgery. Dr. Hui is a specialist in Paediatrics. He is also a chartered financial analyst (CFA Charter Holder) and holds a degree in master of business administration conferred by Universitas 21 Global. Dr. Hui is a member of the Small and Medium Enterprises Committee of the Government of Hong Kong. Dr. Hui was also a member of the Energy Advisory Committee and a non-official member of the Women’s Commission of the Government of Hong Kong.

Dr. Hui had been an executive director of Convoy Financial Holdings Limited (formerly known as Convoy Financial Services Holdings Limited), whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 1019), from 13 June 2014 to 26 March 2015. Dr. Hui had been the chief financial officer prior to 3 August 2011, an executive director from 3 August 2011 to 15 May 2014, the chief executive officer from 3 August 2011 to 4 March 2013, and the finance director from 4 March 2013 to 15 May 2014, of Hanergy Thin Film Power Group Limited (formerly known as Hanergy Solar Group Limited) (“**Hanergy**”), whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 566). He has also been the senior vice president of Hanergy since 4 March 2013. Dr. Hui had also been an independent non-executive director of Suncorp Technologies Limited, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 1063), from 22 November 2007 to 4 May 2012.

Save as disclosed above, as at the Latest Practicable Date, Dr. Hui did not hold any other major appointment and professional qualification or any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Dr. Hui did not have any relationship with any Director, senior management, substantial or controlling shareholders (having the meanings ascribed to them in the Listing Rules) of the Company. Save as disclosed above, as at the Latest Practicable Date, Dr. Hui did not hold any position with the Company or other members of the Group.

As at the Latest Practicable Date, Dr. Hui was not interested in any Shares within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between Dr. Hui and the Company, Dr. Hui has been appointed as an executive Director with effect from 3 June 2014, subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Pursuant to the supplemental employment contract entered into between Dr. Hui and the Group on 22 July 2014 which supplements Dr. Hui's employment contract dated 3 June 2014, Dr. Hui has been re-designated as the CEO for the term commenced on 22 July 2014 and ending on 31 December 2016 (both dates inclusive), and Dr. Hui is entitled to (i) an annual emolument of HK\$3,000,000 which was determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market conditions; and (ii) a discretionary bonus which will depend on the financial results of the Company and his performance.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Dr. Hui that need to be brought to the attention of the Shareholders.

(d) Mr. Wong Seung Ming

Mr. Wong Seung Ming, aged 43, has been an executive Director and the Chief Financial Officer ("**CFO**") of the Company since July 2014. He has been acting as the company secretary of the Company since 2007. Mr. Wong Seung Ming graduated from the City University of Hong Kong with a bachelor degree in Accountancy. He is a fellow member of the Association of Chartered Certified Accountants and a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants. Mr. Wong Seung Ming worked in various auditing firms and the finance department of several companies including companies listed on the Main Board of the Stock Exchange. Mr. Wong Seung Ming has approximately 20 years of experience in accounting, auditing and financial management. Mr. Wong Seung Ming is also a member of the remuneration committee of the Board and a director of a number of subsidiaries of the Company.

The Group had through a then wholly-owned subsidiary, Broad Giant Limited ("**Broad Giant**") acquired 48% interest in Precise Power Limited, which indirectly holds 100% interest in La Peau Development Company Limited ("**La Peau**") in May 2012 and the Group nominated Mr. Wong Seung Ming as a director of La Peau in May 2012. La Peau is a company incorporated in Hong Kong with limited liability and was principally engaged in trading of luxury products. Mr. Wong Seung Ming ceased to be a director of La Peau on 10 December 2013. A petition to wind up La Peau was filed by Island Best Developments Limited on 8 November 2013 and the amount claimed under such petition was about EUR267,473. A winding up order was made against La Peau by the High Court of Hong Kong on 15 January 2014, and joint and several provisional liquidators of La Peau ("**Provisional Liquidators**") were appointed on the same day. Broad Giant intends to settle all the liabilities of La Peau and through the Provisional Liquidators to apply to the High Court of Hong Kong to permanently stay the winding up of La Peau ("**Application**") and Broad Giant has informed the Provisional Liquidators of such intention. As at the Latest Practicable Date, the Application had been made and the hearing of the Application is scheduled to be held in July 2015.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong Seung Ming did not hold any other major appointment and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Wong Seung Ming did not have any relationship with any Director, senior management, substantial or controlling shareholders (having the meanings ascribed to them in the Listing Rules) of the Company. Save as disclosed above, as at the Latest Practicable Date, Mr. Wong Seung Ming did not hold any position with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Wong Seung Ming was not interested in any Shares within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between Mr. Wong Seung Ming and the Company, Mr. Wong Seung Ming has been appointed as an executive Director with effect from 22 July 2014, subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Pursuant to the employment contract entered into between Mr. Wong Seung Ming and the Group on 22 July 2014, Mr. Wong Seung Ming has been appointed as the CFO for the term commenced on 22 July 2014 and ending on 31 December 2016 (both dates inclusive), and Mr. Wong Seung Ming is entitled to (i) an annual emolument of HK\$1,291,500 which was determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market conditions; and (ii) a discretionary bonus which will depend on the financial results of the Company and his performance.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Wong Seung Ming that need to be brought to the attention of the Shareholders.

(e) Mr. Wong Tat Tung, MH

Mr. Wong Tat Tung, *MH*, aged 45, has been an independent non-executive Director since December 2014. Mr. Wong Tat Tung, *MH* has over 18 years' business experience in the field of asset management and investment. He has served as a Vice President of Credit Suisse Privilege Limited in Hong Kong. Currently, he is the Managing Director of Channel 8 Wealth Management Limited. Further, Mr. Wong Tat Tung, *MH* is the Vice Chairman of Sham Shui Po District Council and a committee member of the city of Tianjin Chinese People's Political Consultative Conference. In addition, Mr. Wong Tat Tung, *MH* was the Chairman of Yan Oi Tong for the year 2012-2013 and at the same time offered by an educational institution as school board members of their school. From 19 March 2012 to 20 June 2014, Mr. Wong Tat Tung, *MH* was an independent non-executive director of Larry Jewelry International Company Limited (formerly known as Eternite International Company Limited), whose shares are listed on the Growth Enterprise Market of the Stock Exchange (Stock Code: 8351). Mr. Wong Tat Tung, *MH* is also a member of the audit committee, the nomination committee and the remuneration committee of the Board.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong Tat Tung, *MH* did not hold any other major appointment and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Wong Tat Tung, *MH* did not have any relationship with any Director, senior management, substantial or controlling shareholders (having the meanings ascribed to them in the Listing Rules) of the Company. Save as disclosed above, as at the Latest Practicable Date, Mr. Wong Tat Tung, *MH* did not hold any position with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Wong Tat Tung, *MH* was not interested in any Shares within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between Mr. Wong Tat Tung, *MH* and the Company, Mr. Wong Tat Tung, *MH* has been appointed as an independent non-executive Director for the term commenced from 30 December 2014 to 31 December 2016, and Mr. Wong Tat Tung, *MH* is entitled to an annual director's fee of HK\$120,000 which was determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market conditions. Mr. Wong Tat Tung, *MH* is subject to rotation and re-election at the general meeting of the Company in accordance with the Bye-laws.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Wong Tat Tung, *MH* that need to be brought to the attention of the Shareholders.

(f) Dr. Ip Chun Heng, Wilson (“Dr. Ip”)

Dr. Ip, aged 57, has been an executive Director since January 2015. He is also a director of a number of subsidiaries of the Company. Dr. Ip has over 37 years' experience in running retail and service business. He has in-depth knowledge and experience in the retail sales and cosmetic product market. In June 1991, Dr. Ip co-founded the business of Bonjour Holdings Limited, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 653) and its subsidiaries. Since 2003, he has been the chairman and an executive director of Bonjour Holdings Limited and has been responsible for overall strategic planning and formulation of corporate policies of the whole group. Since 2008, Dr. Ip has been appointed as the chief executive officer of Bonjour Holdings Limited. Dr. Ip has obtained several awards, including World Outstanding Chinese Award and honorary doctoral degree from State Gleska University of California in 2007, consumer product category award at the “Ernst & Young Entrepreneur of the Year 2011 China” in 2011, and Asia Pacific Customer Relationship Excellence (CRE) Awards 2011 – CEO of the Year (Retail) awarded by the Asia Pacific Customer Relationship Excellence Award Selection Committee in 2012.

Save as disclosed above, as at the Latest Practicable Date, Dr. Ip did not hold any other major appointment and professional qualification or any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Dr. Ip did not have any relationship with any Director, senior management, substantial or controlling shareholders (having the meanings ascribed to them in the Listing Rules) of the Company. Save as disclosed above, as at the Latest Practicable Date, Dr. Ip did not hold any position with the Company or other members of the Group.

As at the Latest Practicable Date, save that (i) 10,176,000 Shares were held by Promised Return Limited, which is wholly-owned by Deco City Limited and Deco City Limited is owned as to 50% by Dr. Ip and 50% by Dr. Ip's spouse and; (ii) 365,327,586 Shares were held by Bonjour Group Limited, being a wholly-owned subsidiary of Bonjour Holdings Limited, which in turn is indirectly and beneficially owned as to 57.26% by Dr. Ip and his spouse, Dr. Ip was not interested in any Shares within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between Dr. Ip and the Company, Dr. Ip has been appointed as an executive Director for a fixed period of two years commenced from 1 January 2015, subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Dr. Ip is entitled to an annual director's fee of HK\$120,000 which was determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Dr. Ip that need to be brought to the attention of the Shareholders.

(g) Ms. Fang Haiyan ("Ms. Fang")

Ms. Fang, aged 48, obtained a master degree in economics at Renmin University of China (中國人民大學) in 1993 and a doctoral degree in economics at the same university in 1998. Subject to the Shareholders approving the appointment of Ms. Fang at the AGM, Ms. Fang will be appointed as a deputy chairperson of the Board and a non-executive Director.

Ms. Fang joined China Life Insurance Company Limited (中國人壽保險股份有限公司), whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 2628), in 1998. Since May 2013, Ms. Fang has been serving as the general manager of the Business Department of China Life Insurance (Group) Company (中國人壽保險(集團)公司), where she is responsible for the management and development of the group's business and the development and quality control of the insurance services provided by subsidiaries of the group.

Save as disclosed above, as at the Latest Practicable Date, Ms. Fang did not hold any other major appointment and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Ms. Fang did not have any relationship with any Director, senior management, substantial or controlling shareholders (having the meanings ascribed to them in the Listing Rules) of the Company. As at the Latest Practicable Date, Ms. Fang did not hold any position with the Company or other members of the Group.

As at the Latest Practicable Date, Ms. Fang was not interested in any Shares within the meaning of Part XV of the SFO.

Subject to the Shareholders approving the appointment of Ms. Fang at the AGM, pursuant to the letter of appointment to be entered into between Ms. Fang and the Company, Ms. Fang will be appointed as the deputy chairperson of the Board and a non-executive Director for a period from 1 June 2015 to 31 December 2016, subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. In accordance with such letter of appointment, Ms. Fang will not be entitled to any director's fee.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the proposed appointment of Ms. Fang that need to be brought to the attention of the Shareholders.

(h) Mr. Chen Jinhao ("Mr. Chen")

Mr. Chen, aged 34, graduated from the Sun Yat-Sen University (中山大學) with a bachelor of Science degree in Mathematics in June 2001 and obtained a MBA degree from the University of Wales, Cardiff (now known as Cardiff University) in 2003. Subject to the Shareholders approving the appointment of Mr. Chen at the AGM, Mr. Chen will be appointed as a non-executive Director.

Mr. Chen has over eight years of experience in equity investment and management. Mr. Chen worked as an executive director of the investment department of BOCGI Zheshang Investment Fund Management Co., Ltd. (中銀投資浙商產業基金管理有限公司) from 2010 to 2013. He has been an associate director at China Life Investment Holding Company Limited (國壽投資控股有限公司) since 2014.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen did not hold any other major appointment and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Chen did not have any relationship with any Director, senior management, substantial or controlling shareholders (having the meanings ascribed to them in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Chen did not hold any position with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Chen was not interested in any Shares within the meaning of Part XV of the SFO.

Subject to the Shareholders approving the appointment of Mr. Chen at the AGM, pursuant to the letter of appointment to be entered into between Mr. Chen and the Company, Mr. Chen will be appointed as a non-executive Director for a period from 1 June 2015 to 31 December 2016, subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. In accordance with such letter of appointment, Mr. Chen will not be entitled to any director's fee.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the proposed appointment of Mr. Chen that need to be brought to the attention of the Shareholders.

(i) Mr. Yu Xuezhong ("Mr. Yu")

Mr. Yu, aged 57, graduated from The Fourth Military Medical University (第四軍醫大學) in 1984. He obtained a master degree in medicine from 中國協和醫科大學 (the English translation for identification purpose only is "China Union Medical University") (now known as Peking Union Medical College (北京協和醫學院)) in 1991. Subject to the Shareholders approving the appointment of Mr. Yu at the AGM, Mr. Yu will be appointed as an independent non-executive Director and a member of the audit committee and the remuneration committee of the Board.

Mr. Yu is currently an assistant to the medical superintendent, a professor in emergency medicine and a supervisor of the emergency medicine division of Peking Union Medical College Hospital (北京協和醫院). He is also the chairman of 中國醫師協會急診醫學分會 (the English translation for identification purpose only is "The Society of Emergency Medicine of Chinese Medical Doctor Association") and the chairman of 中華醫學會急診醫學分會 (the English translation for identification purpose only is "The Society of Emergency Medicine of Chinese Medical Association"). Mr. Yu has profound knowledge and extensive experience in teaching, scientific research and clinical experience in emergency medicine.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yu did not hold any other major appointment and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Yu did not have any relationship with any Director, senior management, substantial or controlling shareholders (having the meanings ascribed to them in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Yu did not hold any position with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Yu was not interested in any Shares within the meaning of Part XV of the SFO.

Subject to the Shareholders approving the appointment of Mr. Yu at the AGM, pursuant to the letter of appointment to be entered into between Mr. Yu and the Company, Mr. Yu will be appointed as an independent non-executive Director for a period from 1 June 2015 to 31 December 2016, subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. In accordance with such letter of appointment, Mr. Yu will be entitled to a director's fee of HK\$10,000 per month during the term of his appointment.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the proposed appointment of Mr. Yu that need to be brought to the attention of the Shareholders.

(j) Ms. Li Mingqin ("Ms. Li")

Ms. Li, aged 56, graduated from 北京中醫學院 (the English translation for identification purpose only is "Beijing College of Traditional Chinese Medicine") (now known as Beijing University of Chinese Medicine (北京中醫藥大學)) with a Bachelor Degree in 1982. She obtained the lecturer qualifications from 北京中醫學院 (the English translation for identification purpose only is "Beijing College of Traditional Chinese Medicine") (now known as Beijing University of Chinese Medicine (北京中醫藥大學)) in 1988. Subject to the Shareholders approving the appointment of Ms. Li at the AGM, Ms. Li will be appointed as an independent non-executive Director and a member of the audit committee, the remuneration committee and the nomination committee of the Board.

Ms. Li has worked at the China-Japan Friendship Hospital (中日友好醫院) and 北京中醫學院 (the English translation for identification purpose only is "Beijing College of Traditional Chinese Medicine") (now known as Beijing University of Chinese Medicine (北京中醫藥大學)), where she engaged in the teaching of medicines, R&D of new medicines and medicines management.

Ms. Li is currently a director of Beijing Tide Pharmaceutical Co., Ltd. (北京泰德製藥股份有限公司) and 正大邵陽骨傷科醫院 (the English translation for identification purpose only is "**Chia Tai Shaoyang Orthopedic Hospital**"). She has been appointed as an executive director of Sino Biopharmaceutical Limited (中國生物製藥有限公司) ("**SBL**"), whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 1177), since 20 April 2015. She is also the vice president of SBL and has joined SBL and its subsidiaries since 1997. She is principally responsible for the investment affairs of SBL and its subsidiaries. She has 32 years of experience in the pharmaceutical industry.

Save as disclosed above, as at the Latest Practicable Date, Ms. Li did not hold any other major appointment and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Ms. Li did not have any relationship with any Director, senior management, substantial or controlling shareholders (having the meanings ascribed to them in the Listing Rules) of the Company. As at the Latest Practicable Date, Ms. Li did not hold any position with the Company or other members of the Group.

As at the Latest Practicable Date, Ms. Li was not interested in any Shares within the meaning of Part XV of the SFO.

Subject to the Shareholders approving the appointment of Ms. Li at the AGM, pursuant to the letter of appointment to be entered into between Ms. Li and the Company, Ms. Li will be appointed as an independent non-executive Director for a period from 1 June 2015 to 31 December 2016, subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. In accordance with such letter of appointment, Ms. Li will be entitled to a director's fee of HK\$10,000 per month during the term of her appointment.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the proposed appointment of Ms. Li that need to be brought to the attention of the Shareholders.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for their consideration of the Repurchase Mandate proposed to be approved at the AGM.

At the AGM, an ordinary resolution will be proposed that the Directors be given a general mandate to exercise all the powers of the Company to repurchase issued and fully paid Shares in the capital of the Company. Under such mandate, the number of Shares that the Company may repurchase will not exceed 10% of the aggregate nominal amount of the total Shares in issue as at the date of the resolution granting the Repurchase Mandate. The Company's authority is restricted to repurchases made on the Stock Exchange.

(I) SHARE CAPITAL

As at the Latest Practicable Date, the total Shares in issue comprised 5,596,199,809 Shares. Exercise in full of the Repurchase Mandate, on the basis that no further Shares are issued or repurchased prior to the date of the AGM, could accordingly result in up to 559,619,980 Shares, representing 10% of the aggregate nominal amount of the total Shares in issue, being repurchased by the Company.

(II) REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. Repurchases of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

(III) FUNDING OF REPURCHASES

The Company is empowered by the memorandum of continuance of the Company and the Bye-laws to repurchase the Shares. Repurchases will be funded entirely from the funds legally available for that purpose. Bermuda law provides that the repurchase of Shares may only be effected out of the capital paid up on the repurchased Shares, funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of Shares made for the purpose. Any amount of premium payable on the repurchase over the par value of the Shares to be repurchased must be out of either funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account. Such repurchase may not be made if, on the date on which the repurchase is to be effected, there are reasonable grounds for believing that the Company is, or after the repurchase would be, unable to pay its liabilities as they become due.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. There might be an adverse

impact on the working capital or gearing position of the Company as compared with the position as at 31 December 2014, the date to which the latest audited consolidated financial statements of the Group were made up, in the event that the Repurchase Mandate is exercised in full.

(IV) SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months and the period from April 2015 to the Latest Practicable Date were as follows:

		Per Share	
		Highest	Lowest
		<i>HK\$</i>	<i>HK\$</i>
2014	April	1.098	0.960
	May	1.780	1.004
	June	1.810	1.260
	July	1.420	1.030
	August	1.260	1.050
	September	1.570	1.220
	October	1.440	1.190
	November	1.380	1.200
	December	1.250	1.160
	2015	January	1.770
February		3.160	1.600
March		2.920	2.300
April (up to the Latest Practicable Date)		2.810	2.250

(V) UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, all applicable laws of Bermuda, and the memorandum of continuance of the Company and the Bye-laws.

(VI) DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any of their close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries pursuant to any exercise of the Repurchase Mandate.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares pursuant to any exercise of the Repurchase Mandate.

(VII) IMPLICATIONS UNDER THE TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Should the Directors exercise the proposed Repurchase Mandate in full, to the best of the knowledge and belief of the Directors, on the basis that the shareholding of Broad Idea International Limited, a substantial Shareholder holding 1,335,243,431 Shares, representing approximately 23.86% of the total Shares in issue as at the Latest Practicable Date, remains the same and there is no change in the total Shares in issue, the shareholding of Broad Idea International Limited would be increased to approximately 26.51% of the reduced total Shares in issue. Such increase would not give rise to an obligation of such Shareholder to make a mandatory offer under Rule 26 of the Takeovers Code.

To the best of the Directors' knowledge and belief, and having made all reasonable enquiries, they are not aware of any consequences which will give rise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

The Directors have no present intention to exercise the power to repurchase Shares to the extent that the resultant total Shares in issue in public hands would be reduced to below 25%.

(VIII) SHARE REPURCHASES MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, no repurchase of Shares has been made by the Company.

NOTICE OF ANNUAL GENERAL MEETING



Town Health International Medical Group Limited 康健國際醫療集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 3886)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Town Health International Medical Group Limited (“**Company**”) will be held at 9:00 a.m. on Monday, 1 June 2015 at 1st Floor, Town Health Technology Centre, 10-12 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company, the report of the directors and the independent auditor’s report for the year ended 31 December 2014.
2. To declare a final dividend of HK0.33 cent per ordinary share for the year ended 31 December 2014.
3. To re-elect the following retiring directors of the Company:
 - (a) Mr. Lee Chik Yuet as an executive director of the Company;
 - (b) Mr. Wai Kwok Hung, *SBS, JP* as an independent non-executive director of the Company;
 - (c) Dr. Hui Ka Wah, *Ronnie, JP* as an executive director of the Company;
 - (d) Mr. Wong Seung Ming as an executive director of the Company;
 - (e) Mr. Wong Tat Tung, *MH* as an independent non-executive director of the Company; and
 - (f) Dr. Ip Chun Heng, *Wilson* as an executive director of the Company.
4. To authorise the board of directors of the Company to fix the directors’ remuneration.
5. To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and authorise the board of directors of the Company to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

6. "THAT:

- (A) subject to paragraph (C) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with new ordinary shares in the share capital of the Company ("Shares") or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers after the end of the Relevant Period;
- (C) the aggregate nominal amount of the Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to Shares issued as a result of a Rights Issue (as defined below), the exercise of the subscription or conversion rights attaching to any warrants issued by the Company or the exercise of options granted under any share option scheme of the Company or any scrip dividend providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate nominal amount of the total Shares in issue on the date of the passing of this resolution; and
 - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any Share purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the total Shares in issue on the date of the passing of this resolution),

and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(D) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law of Bermuda to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the directors of the Company to the holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

7. “**THAT:**

- (A) subject to paragraph (B) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase or repurchase ordinary shares in the share capital of the Company (“**Shares**”) on, subject to and in accordance with all applicable laws and rules on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (B) the aggregate nominal amount of the Shares which may be purchased or repurchased by the Company or agreed to be purchased or repurchased by the Company pursuant to the approval in paragraph (A) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the Shares in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (C) for the purposes of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law of Bermuda to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
8. “**THAT** conditional upon the passing of resolutions nos. 6 and 7 set out in the notice convening this meeting, the aggregate nominal amount of Shares which is purchased or repurchased by the Company pursuant to the authority granted to the directors of the Company by resolution no. 7 set out in the notice convening this meeting shall be added to the aggregate nominal amount of the Shares that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the directors of the Company pursuant to resolution no. 6 set out in the notice convening this meeting, provided that such shares shall not exceed 10% of the aggregate nominal amount of the Shares in issue as at the date of passing of this resolution.”
9. “**THAT** Ms. Fang Haiyan be appointed as a non-executive director of the Company.”
10. “**THAT** Mr. Chen Jinhao be appointed as a non-executive director of the Company.”
11. “**THAT** Mr. Yu Xuezhong be appointed as an independent non-executive director of the Company.”
12. “**THAT** Ms. Li Mingqin be appointed as an independent non-executive director of the Company.”

By order of the Board
Town Health International Medical Group Limited
Lee Chik Yuet
Executive Director

Hong Kong, 27 April 2015

NOTICE OF ANNUAL GENERAL MEETING

Registered Office:
Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

*Head Office and Principal Place of
Business in Hong Kong:*
6th Floor
Town Health Technology Centre
10-12 Yuen Shun Circuit
Siu Lek Yuen
Shatin, New Territories
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), must be deposited at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
3. Completion and return of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all the above resolutions will be decided by way of poll.